

PAUL HASTINGS

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June 11, 2012

BY ECFS

Marlene Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Application for Consent to Transfer Control of Companies Holding Blanket Domestic Section
214 Authority
WCB Docket No. 12-131

Dear Ms. Dortch:

Pursuant to a request of the staff of the Wireline Competition Bureau, Banc of America Capital Investors V, L.P., REP UP, L.P., and UPN Holdings, LLC (collectively, "Applicants") hereby supplement the captioned Application to provide the Commission with (a) information pertaining to domestic telecommunications services provided by affiliates of REP, and (b) confirmation of the Application's eligibility for streamlined processing, pursuant to 47 C.F.R. § 63.03.

(a) Domestic Telecommunications Services Provided By Affiliates of REP

Applicants hereby supplement the Application to provide additional information pursuant to 47 C.F.R. § 63.04(a)(7):

- Alpinvest Partners, B.V. holds an indirect interest in 15% of the equity of San Juan Cable, LLC d/b/a OneLink Communications, which provides cable TV and local exchange services within the Commonwealth of Puerto Rico.
- The Goldman Sachs Group, Inc. has the following approximate 10 percent or greater equity interests in domestic telecommunications providers:
 - thirty-six percent (36%) interest in Cequel Communications Holdings, LLC, a provider, through subsidiaries doing business as Suddenlink Communications, of communications, video, and broadband services in several states, including Arkansas, California, Idaho, Kentucky, Louisiana, Maryland, Mississippi, Missouri, Nevada, New Mexico, North Carolina, Ohio, Oklahoma, Texas, Virginia and West Virginia;
 - thirty-one percent (31%) interest in Conterra Ultra Broadband Holdings, Inc., a provider of transport services and broadband Wide Area Networks ("WANS"), Voice over Internet Protocol ("VoIP") telephony, distance learning and Internet services to mobile wireless carriers, school districts and enterprises in sixteen states;
 - indirect twelve percent (12%) interest in Detel Wireless LLC, a provider of transport services and broadband WANS, VoIP telephony, distance learning and Internet services to mobile wireless carriers, school districts and enterprises in Louisiana and Mississippi.

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Goldman's interest in Detel Wireless LLC is an indirect interest, held through Goldman's thirty-one percent (31%) interest in Conterra Ultra Broadband Holdings, Inc.;

- eight percent (8%) interest (which includes the right to appoint one of nine directors) in CURRENT Group, LLC, a broadband over power line provider that provides VoIP services in the northeastern United States;
 - sixteen percent (16%) interest in Global Tel*Link Corporation, which, through its subsidiaries, owns and operates prison payphones and public payphones and provides managed telecommunications services to inmates of state and county departments of corrections. Global Tel*Link Corporation either offers service or is certificated to offer telecommunications services in the District of Columbia and all fifty states except Alaska. Global Tel*Link Corporation holds a 100 percent interest in Public Communications Services, Inc., which is authorized to provide inmate operator services to correctional facilities in all states except Alaska, Connecticut, and the District of Columbia, and currently provides service in thirty states. Global Tel*Link Corporation also holds a 100 percent interest in DSI-ITI, LLC, which is certificated or is in the process of obtaining certification to offer inmate calling services in Alabama, Arizona, Arkansas, Delaware, Florida, Georgia, Illinois, Iowa, Kentucky, Maine, Maryland, Massachusetts, Michigan, New Hampshire, New Jersey, New Mexico, North Carolina, Northern Mariana Islands, Ohio, Pennsylvania, Rhode Island, Tennessee, Texas, Utah, Virginia and Wisconsin; and
 - thirty-six percent (36%) interest in Integra Telecom Inc., a provider, through its own service offerings and those of its subsidiaries,¹ of voice and data services operating in Arizona, California, Colorado, Idaho, Minnesota, Montana, Nevada, North Dakota, Oregon, Utah and Washington. Integra Telecom, Inc., through its subsidiary, Electric Lightwave, LLC, also provides resold long distance services in numerous other states.
- Neither Landmark Partners, LLC nor AFA Sjukförsäkringsaktiebolag holds an interest in 10% or more of the equity of a domestic telecommunications provider.

(b) Eligibility for Streamlined Processing

Based on the interests in other domestic telecommunications providers set forth in (b) above, Applicants reaffirm that the Application qualifies for presumptive streamlined processing, pursuant to 47 C.F.R. § 63.03(b)(2). Application at 12.

¹ The following subsidiaries of Integra Telecom, Inc. provide regulated services: Integra Telecom of Idaho, Inc., Integra Telecom of Minnesota, Inc., Integra Telecom of North Dakota, Inc., Integra Telecom of Oregon, Inc., Integra Telecom of Utah, Inc., Integra Telecom of Washington, Inc., Scott-Rice Telephone Company, Electric Lightwave, LLC and Eschelon Telecom, Inc. The following subsidiaries of Eschelon Telecom, Inc. also provide regulated services: Advanced TelCom, Inc., Shared Communications Services, Inc., Oregon Telecom, Inc., Eschelon Telecom of Minnesota, Inc., Eschelon Telecom of Washington, Inc., Eschelon Telecom of Colorado, Inc., Eschelon Telecom of Nevada, Inc., Eschelon Telecom of Arizona, Inc., Eschelon Telecom of Utah, Inc., Eschelon Telecom of Oregon, Inc., Mountain Telecommunications of Arizona, Inc., OneEighty Communications, Inc. and United Communications, Inc. d/b/a UNICOM.

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Should you have questions about the foregoing or further questions about the Application, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Matthew L. Gibson', with a long horizontal flourish extending to the right.

Matthew L. Gibson
for PAUL HASTINGS LLP

MLG

Enclosure


cc: Dennis Johnson, WCB (via email)

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CERTIFICATION

I, J. Travis Hain, state that I am a Member of Ridgemont Equity Management I, LLC, the general partner of Ridgemont Equity Management I, L.P., which, in turn, is the general partner of REP UP, L.P. ("REP"); that I am authorized to make this Certification on behalf of REP; that I have read and know the contents of the foregoing letter supplementing the Joint Domestic Application (WCB Docket No. 12-131) to which REP is a party; and that I certify that all statements with respect to REP made in the foregoing letter are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 11 day of June, 2012.



J. Travis Hain
Member, Ridgemont Equity Management I, LLC